

JAN 28 '08

11-00 AM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

January 28, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lessor's Interest in Lease Agreement (Dyno Nobel Inc.), dated as of January 24, 2008, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Seller/

Assignor:

GATX Corporation
500 West Monroe Street
Chicago, IL 60661

Buyer/Assignee:

Midwest Railcar Corporation
4949 Autumn Oaks Drive
Maryville, IL 62062

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A description of the railroad equipment covered by the enclosed document is:

31 railcars: GACX 1003 - GACX 1033.

A short summary of the document to appear in the index is:

Memorandum of Assignment of Lessor's Interest in Lease Agreement
(Dyno Nobel Inc.).

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

JAN 28 06

11-00 AM

MEMORANDUM OF ASSIGNMENT OF LESSOR'S INTEREST IN LEASE AGREEMENT
(Dyno Nobel Inc.) **SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF ASSIGNMENT OF LESSOR'S INTEREST IN LEASE (this "Memorandum") dated as of January 24, 2008 is between GATX CORPORATION ("Assignor") and MIDWEST RAILCAR CORPORATION ("Assignee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Assignor, as lessor, has leased the railcars identified on Schedule 1 attached hereto (the "Railcars") under that certain Rider No. 3 (formerly numbered Rider No. 5 and renumbered pursuant to the Assignment and Assumption Agreement (Dyno Nobel Inc.), dated as of June 25, 2004, between General Electric Railcars Services Corporation and GATX Financial Corporation- (now known as GATX Corporation (as successor by merger to GATX Financial Corporation) (the "Lessee Assignment Agreement")) dated as of June 28, 1996 to Car Leasing Agreement No. 4305-97 (formerly numbered Car Leasing Agreement No. 1485-83 and renumbered pursuant to the Lessee Assignment Agreement), dated as of August 8, 2001 and effective as of September 18, 2001, each between the Assignor (as successor to General Electric Railcar Services Corporation) and Dyno Nobel Inc. (as successor to Coastal Chem, Inc.) (the "Lessee"). (collectively, the "Lease").

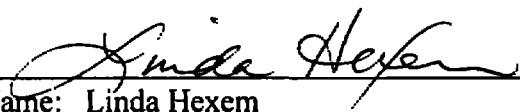
B. Assignor, as seller, and Assignee, as buyer, are parties to that certain Purchase Agreement, dated as of the date hereof, pursuant to which Assignor has sold to Assignee the Railcars and assigned to Assignee the rights and obligations of "Lessor" under the Lease.

C. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

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IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

GATX CORPORATION

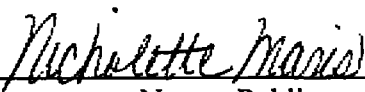
By: 
Name: Linda Hexem
Title: Vice President and Managing Director,
Structured Finance

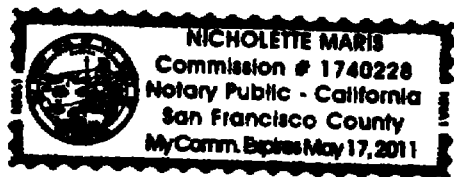
STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

On January 23, 2008 before me, Nicholette Maris, Notary Public, personally appeared Linda Hexem, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

Witness my hand and official seal.


Notary Public
My Commission expires: May 17, 2011



IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

MIDWEST RAILCAR CORPORATION

By: 

Richard M. Folio

Executive Vice President

STATE OF MARYLAND)

) SS:

CITY OF BALTIMORE)

The foregoing Memorandum of Assignment of Lessor's Interest in Lease was acknowledged before me, the undersigned Notary Public, in the City of Baltimore this 14th day of January, 2008 by Richard M. Folio, as Executive Vice President of Midwest Railcar Corporation.


Notary Public

My commission expires: _____

[Notarial Seal]

HENRYKA W. GRYC CRAIG
NOTARY PUBLIC STATE OF MARYLAND
County of Baltimore
My Commission Expires September 20, 2008

SCHEDULE 1

DESCRIPTION OF RAILCARS:

Gravity-discharge covered hoppers, 4,750 cu. ft. capacity, 263,000 GRL

QUANTITY:

Thirty-one (31)

REPORTING MARKS AND IDENTIFYING NUMBERS:

GACX 1003 through and including GACX 1033